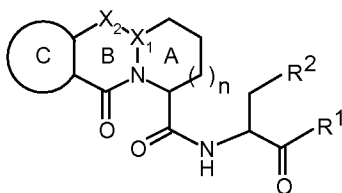


This listing of claims will replace all prior versions, and listings, of claims in the application:

Claim 1. (Previously presented) A compound of formula I:



# I

each methylene carbon in Ring A is optionally and independently substituted by =O, or by one or more halogen, C<sub>1-4</sub> alkyl, or C<sub>1-4</sub> alkoxy.

(b)  $R^2$  is  $\text{CO}_2\text{H}$  or esters, amides or isosteres of  $\text{CO}_2\text{H}$  thereof;

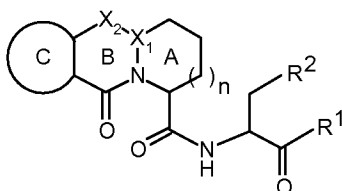
- (c)  $X_2-X_1$  is  $N=C$ ;
- (d) Ring C is a fused five-membered aromatic ring having zero to two heteroatoms; and
- (e)  $n$  is 0 or 1.

Claim 3. (Previously presented) The compound of claim 2 wherein:

- (a)  $R^1$  is  $-CH_2Y$  wherein Y is a halogen, OR, SR, or  $-OC=O(R)$ , wherein R is an aryl group or heterocyclic group;
- (b)  $R^2$  is  $CO_2H$  or esters, amides or isosteres of  $CO_2H$  thereof;
- (c)  $X_2-X_1$  is  $N=C$ ;
- (d) Ring C is a fused six-membered aromatic ring having zero to two heteroatoms; and
- (e) n is 0 or 1.

Claim 4. (Previously presented) The compound of claim 3 wherein R<sup>1</sup> is -CH<sub>2</sub>Y wherein Y is F; R<sup>2</sup> is CO<sub>2</sub>H or an ester or amide thereof; X<sub>2</sub>-X<sub>1</sub> is N=C; Ring C is benzene ring; and n is 0 or 1.

Claim 5. (Previously presented) The compound of claim 1, said compound selected from the compounds:



Example	R <sup>1</sup>	R <sup>2</sup>	Ring C	n	X <sub>1</sub>	X <sub>2</sub>
1	CH <sub>2</sub> F	CO <sub>2</sub> H	Benzo	0	C	N
2	CH <sub>2</sub> F	CO <sub>2</sub> H	Benzo	1	C	N
3	CH <sub>2</sub> F	CO <sub>2</sub> H	Benzo	0	C	C-H
4	CH <sub>2</sub> F	CO <sub>2</sub> H	Benzo	1	C	C-H
5	CH <sub>2</sub> F	CO <sub>2</sub> H	Benzo	1	N	C=O
6	CH <sub>2</sub> F	CO <sub>2</sub> H	Pyrazino	1	N	C=O

Claim 6. (Currently amended) A pharmaceutical composition comprising a compound as claimed in any one of claims 1-5 and a pharmaceutically acceptable carrier.

Claims 7-8. (Canceled)

Claim 9. (Currently amended) A method for treating a disease or condition selected from osteoarthritis, rheumatoid arthritis, cell preservation, or organ preservation comprising administering to a mammal in need of such a treatment a therapeutically effective amount of a compound as claimed in any one of claims 1-5.

Claim 10. (Canceled)

Claim 11. (Currently amended) A method of preserving cells, said method comprising the step of bathing the cells in a solution of a compound as claimed in any one of claims 1-5.

Claim 12. (Currently amended) A method of preserving an organ for organ transplant or for preserving a blood product, comprising the step of bathing the organ or blood product in a solution of a compound as claimed in any one of claims 1-5.

Claims 13-14. (Canceled)